

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

In re:)	Case No. 19-40883-659
)	Chapter 11
PAYLESS HOLDINGS LLC, et al.,)	
)	Jointly Administered
)	
Debtors.)	
)	

**DECLARATION OF CRAIG E JOHNSON OF PRIME CLERK LLC
REGARDING THE SOLICITATION OF VOTES AND TABULATION OF
BALLOTS CAST ON THE SECOND AMENDED JOINT PLAN OF
REORGANIZATION OF PAYLESS HOLDINGS LLC AND ITS DEBTOR
AFFILIATES PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

I, Craig E. Johnson, declare, under the penalty of perjury:

1. I am a Director of Solicitation and Public Securities at Prime Clerk LLC (“Prime Clerk”), located at One Grand Central Place, 60 East 42nd Street, Suite 1440, New York, New York 10165. I am over the age of eighteen years and not a party to the above-captioned action. Unless otherwise noted, I have personal knowledge of the facts set forth herein.

2. I submit this Declaration with respect to the solicitation of votes and the tabulation of Ballots cast on the *Second Amended Joint Plan of Reorganization of Payless Holdings LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code*, dated September 16, 2019 [Docket No. 1581] (as may be amended, supplemented, or modified from time to time, the “Plan”).¹ Except as otherwise noted, all facts set forth herein are based on my personal knowledge, knowledge that I acquired from individuals under my supervision, and my review of relevant documents. I am authorized to submit this Declaration on behalf of Prime Clerk. If I were called to testify, I could and would testify competently as to the facts set forth herein.

¹ All capitalized terms used by not otherwise defined herein have the meanings ascribed to them in the Plan.

3. This Court authorized Prime Clerk's retention as the claims and noticing agent and administrative advisor pursuant to the *Order Authorizing Retention and Appointment of Prime Clerk LLC as Claims and Noticing Agent and Administrative Advisor Nunc Pro Tunc to the Petition Date*, dated March 15, 2019 [Docket No. 572] (collectively, the "Retention Order"). The Retention Order authorizes Prime Clerk to assist the Debtors with, among other things, the service of solicitation materials and tabulation of votes cast to accept or reject the Plan. Prime Clerk and its employees have considerable experience in soliciting and tabulating votes to accept or reject chapter 11 plans.

Service and Transmittal of Solicitation Packages and the Tabulation Process

4. Pursuant to the *Order (I) Approving the Adequacy of the Debtors' Disclosure Statement, (II) Establishing Dates and Deadlines Related to Confirmation of the Plan, (III) Approving Certain Procedures for Soliciting and Tabulating the Votes On, and for Objecting to, the Plan, (IV) Scheduling a Hearing on Confirmation of the Plan, (V) Approving the Manner and Form of the Various Notices and Documents Thereto; and (VI) Granting Related Relief*, dated September 18, 2019 [Docket No. 1595] (the "Disclosure Statement Order"), the Court established procedures to solicit votes from and tabulate Ballots submitted by holders entitled to vote on the Plan (the "Solicitation Procedures"). Prime Clerk adhered to the Solicitation Procedures outlined in the Disclosure Statement Orders and the Ballots, which were distributed to parties entitled to vote on the Plan. I supervised the solicitation and tabulation performed by Prime Clerk's employees.

5. The Debtors established August 30, 2019 as the record date (the “Voting Record Date”) for determining which holders were entitled to vote on the Plan. Pursuant to the Plan and the Solicitation Procedures, only holders as of the Voting Record Date in the following classes were entitled to vote to accept or reject the Plan (together, the “Voting Classes” and holders of allowed Claims in the Voting Classes, the “Voting Creditors”):²

Plan Class	Class Description
3	Tranche A-1 Term Loan Secured Claims
4	Tranche A-2 Term Loan Secured Claims
5A	General Unsecured Claims of Payless ShoeSource Worldwide, Inc. and Collective Brands Logistics Limited
5B	General Unsecured Claims of Remaining Debtors

No other classes were entitled to vote on the Plan.

6. In accordance with the Solicitation Procedures, Prime Clerk worked closely with the Debtors’ advisors to identify the holders entitled to vote in the Voting Classes as of the Voting Record Date, and to coordinate the distribution of solicitation materials to these holders. A detailed description of Prime Clerk’s distribution of solicitation materials is set forth in Prime Clerk’s *Certificate of Service of Solicitation Materials*, which was filed with this Court on September 27, 2019 [Docket No. 1623].

² The Plan constitutes a separate Plan for each Debtor and the classification of claims in the Voting Classes applies separately to each Debtor (as applicable).

7. In accordance with the Solicitation Procedures, Prime Clerk received, reviewed, determined the validity of, and tabulated the Ballots submitted to vote on the Plan. Each Ballot submitted to Prime Clerk was date-stamped, scanned, assigned a Ballot number, entered into Prime Clerk's voting database and processed in accordance with the Solicitation Procedures. To be included in the tabulation results as valid, a Ballot must have been (a) properly completed pursuant to the Solicitation Procedures, (b) executed by the relevant holder entitled to vote on the Plan (or such holder's authorized representative), (c) returned to Prime Clerk via an approved method of delivery set forth in the Solicitation Procedures, and (d) received by Prime Clerk by 4:00 p.m. (prevailing Central Time) on October 17, 2019 (the "Voting Deadline").³

8. All valid Ballots cast by holders entitled to vote in the Voting Classes and received by Prime Clerk on or before the Voting Deadline were tabulated pursuant to the Solicitation Procedures.

9. The final tabulation of votes cast by timely and properly completed Ballots received by Prime Clerk is attached hereto as **Exhibit A**.

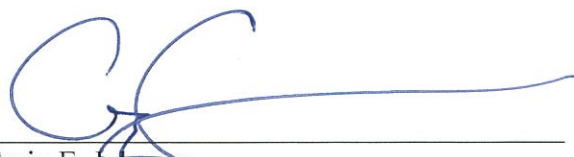
10. A report of all Ballots included in the final tabulation prepared by Prime Clerk is attached hereto as **Exhibit B**.

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³ In accordance with the Solicitation Procedures, the Debtors extended the voting deadline for certain creditors to October 21, 2019 at 5:00 p.m. CT. An amended vote declaration will be filed if these votes are validly submitted before the extended voting deadline.

To the best of my knowledge, information and belief, I declare under penalty of perjury that the foregoing information concerning the distribution, submission and tabulation of Ballots in connection with the Plan is true and correct.

Dated: October 21, 2019

A handwritten signature in blue ink, consisting of a large, stylized 'C' followed by a horizontal line extending to the right.

Craig E. Johnson
Director of Solicitation and Public Securities
Prime Clerk LLC

Exhibit A

Payless Holdings LLC, et al .
Exhibit A - Tabulation Summary¹

Debtor Name	Class	Class Description	Number Accepting %	Number Rejecting %	Amount Accepting %	Amount Rejecting %	Class Voting Result
Payless ShoeSource Worldwide Inc.	3	Tranche A-1 Term Loan Secured Claims	10 100%	0 0%	\$35,565,948.36 100%	\$0.00 0%	Accepts
	4	Tranche A-2 Term Loan Secured Claims	19 100%	0 0%	\$86,363,172.39 100%	\$0.00 0%	Accepts
	5A	General Unsecured Claims of Payless ShoeSource Worldwide, Inc. and Collective Brands Logistics Limited	71 88.75%	9 11.25%	\$195,029,121.37 89.10%	\$23,848,991 11.25%	Accepts
Collective Brands Logistics Limited	3	Tranche A-1 Term Loan Secured Claims	No Allowed Claim in Class	No Allowed Claim in Class	No Allowed Claim in Class	No Allowed Claim in Class	Class Eliminated for Voting Purposes Pursuant ¶18(i)(a) of Disclosure Statement Order
	4	Tranche A-2 Term Loan Secured Claims	No Allowed Claim in Class	No Allowed Claim in Class	No Allowed Claim in Class	No Allowed Claim in Class	Class Eliminated for Voting Purposes Pursuant ¶18(i)(a) of Disclosure Statement Order
	5A	General Unsecured Claims of Payless ShoeSource Worldwide, Inc. and Collective Brands Logistics Limited	13 86.67%	2 13.33%	\$125,393,972.89 98.10%	242,680.92 1.90%	Accepts
Clinch LLC	3	Tranche A-1 Term Loan Secured Claims	10 100%	0 0%	\$35,565,948.36 100%	\$0.00 0%	Accepts
	4	Tranche A-2 Term Loan Secured Claims	19 100%	0 0%	\$86,363,172.39 100%	\$0.00 0%	Accepts
	5B	General Unsecured Claims of Remaining Debtors	30 100%	0 0%	\$75,951,429.31 100%	\$0.00 0%	Accepts
Collective Brands Franchising Services LLC	3	Tranche A-1 Term Loan Secured Claims	10 100%	0 0%	\$35,565,948.36 100%	\$0.00 0%	Accepts
	4	Tranche A-2 Term Loan Secured Claims	19 100%	0 0%	\$86,363,172.39 100%	\$0.00 0%	Accepts
	5B	General Unsecured Claims of Remaining Debtors	31 100%	0 0%	\$75,951,879.31 100%	\$0.00 0%	Accepts
Collective Brands Services Inc.	3	Tranche A-1 Term Loan Secured Claims	10 100%	0 0%	\$35,565,948.36 100%	\$0.00 0%	Accepts
	4	Tranche A-2 Term Loan Secured Claims	19 100%	0 0%	\$86,363,172.39 100%	\$0.00 0%	Accepts
	5B	General Unsecured Claims of Remaining Debtors	30 100%	0 0%	\$75,951,429.31 100%	\$0.00 0%	Accepts
Collective Licensing International LLC	3	Tranche A-1 Term Loan Secured Claims	10 100%	0 0%	\$35,565,948.36 100%	\$0.00 0%	Accepts
	4	Tranche A-2 Term Loan Secured Claims	19 100%	0 0%	\$86,363,172.39 100%	\$0.00 0%	Accepts
	5B	General Unsecured Claims of Remaining Debtors	31 100%	0 0%	\$75,957,555.31 100%	\$0.00 0%	Accepts
Collective Licensing LP	3	Tranche A-1 Term Loan Secured Claims	10 100%	0 0%	\$35,565,948.36 100%	\$0.00 0%	Accepts
	4	Tranche A-2 Term Loan Secured Claims	19 100%	0 0%	\$86,363,172.39 100%	\$0.00 0%	Accepts
	5B	General Unsecured Claims of Remaining Debtors	30 100%	0 0%	\$75,951,429.31 100%	\$0.00 0%	Accepts
Eastborough Inc.	3	Tranche A-1 Term Loan Secured Claims	10 100%	0 0%	\$35,565,948.36 100%	\$0.00 0%	Accepts
	4	Tranche A-2 Term Loan Secured Claims	19 100%	0 0%	\$86,363,172.39 100%	\$0.00 0%	Accepts
	5B	General Unsecured Claims of Remaining Debtors	30 100%	0 0%	\$75,951,429.31 100%	\$0.00 0%	Accepts

Payless Holdings LLC, et al .
Exhibit A - Tabulation Summary¹

Debtor Name	Class	Class Description	Number Accepting %	Number Rejecting %	Amount Accepting %	Amount Rejecting %	Class Voting Result
Payless Collective GP LLC	3	Tranche A-1 Term Loan Secured Claims	10 100%	0 0%	\$35,565,948.36 100%	\$0.00 0%	Accepts
	4	Tranche A-2 Term Loan Secured Claims	19 100%	0 0%	\$86,363,172.39 100%	\$0.00 0%	Accepts
	5B	General Unsecured Claims of Remaining Debtors	30 100%	0 0%	\$75,951,429.31 100%	\$0.00 0%	Accepts
Payless Finance Inc.	3	Tranche A-1 Term Loan Secured Claims	10 100%	0 0%	\$35,565,948.36 100%	\$0.00 0%	Accepts
	4	Tranche A-2 Term Loan Secured Claims	19 100%	0 0%	\$86,363,172.39 100%	\$0.00 0%	Accepts
	5B	General Unsecured Claims of Remaining Debtors	31 100%	0 0%	\$75,958,929.31 100%	\$0.00 0%	Accepts
Payless Gold Value Co Inc.	3	Tranche A-1 Term Loan Secured Claims	10 100%	0 0%	\$35,565,948.36 100%	\$0.00 0%	Accepts
	4	Tranche A-2 Term Loan Secured Claims	19 100%	0 0%	\$86,363,172.39 100%	\$0.00 0%	Accepts
	5B	General Unsecured Claims of Remaining Debtors	31 100%	0 0%	\$75,955,679.31 100%	\$0.00 0%	Accepts
Payless Holdings LLC	3	Tranche A-1 Term Loan Secured Claims	10 100%	0 0%	\$35,565,948.36 100%	\$0.00 0%	Accepts
	4	Tranche A-2 Term Loan Secured Claims	19 100%	0 0%	\$86,363,172.39 100%	\$0.00 0%	Accepts
	5B	General Unsecured Claims of Remaining Debtors	570 57.17%	427 42.83%	\$89,170,280.96 86.22%	\$14,251,194.08 13.78%	Accepts
Payless Inc.	3	Tranche A-1 Term Loan Secured Claims	10 100%	0 0%	\$35,565,948.36 100%	\$0.00 0%	Accepts
	4	Tranche A-2 Term Loan Secured Claims	19 100%	0 0%	\$86,363,172.39 100%	\$0.00 0%	Accepts
	5B	General Unsecured Claims of Remaining Debtors	32 94.12%	2 5.88%	\$75,996,442.31 80.51%	\$18,400,000.00 19.49%	Accepts
Payless Intermediate Holdings LLC	3	Tranche A-1 Term Loan Secured Claims	10 100%	0 0%	\$35,565,948.36 100%	\$0.00 0%	Accepts
	4	Tranche A-2 Term Loan Secured Claims	19 100%	0 0%	\$86,363,172.39 100%	\$0.00 0%	Accepts
	5B	General Unsecured Claims of Remaining Debtors	29 100%	0 0%	\$75,951,428.31 100%	\$0.00 0%	Accepts
Payless International Franchising LLC	3	Tranche A-1 Term Loan Secured Claims	10 100%	0 0%	\$35,565,948.36 100%	\$0.00 0%	Accepts
	4	Tranche A-2 Term Loan Secured Claims	19 100%	0 0%	\$86,363,172.39 100%	\$0.00 0%	Accepts
	5B	General Unsecured Claims of Remaining Debtors	30 100%	0 0%	\$75,951,429.31 100%	\$0.00 0%	Accepts
Payless NYC Inc.	3	Tranche A-1 Term Loan Secured Claims	10 100%	0 0%	\$35,565,948.36 100%	\$0.00 0%	Accepts
	4	Tranche A-2 Term Loan Secured Claims	19 100%	0 0%	\$86,363,172.39 100%	\$0.00 0%	Accepts
	5B	General Unsecured Claims of Remaining Debtors	30 100%	0 0%	\$75,951,429.31 100%	\$0.00 0%	ACCEPS

Payless Holdings LLC, et al .
Exhibit A - Tabulation Summary¹

Debtor Name	Class	Class Description	Number Accepting %	Number Rejecting %	Amount Accepting %	Amount Rejecting %	Class Voting Result
Payless Purchasing Services Inc.	3	Tranche A-1 Term Loan Secured Claims	10 100%	0 0%	\$35,565,948.36 100%	\$0.00 0%	Accepts
	4	Tranche A-2 Term Loan Secured Claims	19 100%	0 0%	\$86,363,172.39 100%	\$0.00 0%	Accepts
	5B	General Unsecured Claims of Remaining Debtors	32 100%	0 0%	\$75,970,773.31 100%	\$0.00 0%	Accepts
Payless ShoeSource Distribution Inc.	3	Tranche A-1 Term Loan Secured Claims	10 100%	0 0%	\$35,565,948.36 100%	\$0.00 0%	Accepts
	4	Tranche A-2 Term Loan Secured Claims	19 100%	0 0%	\$86,363,172.39 100%	\$0.00 0%	Accepts
	5B	General Unsecured Claims of Remaining Debtors	40 95.24%	2 4.76%	\$85,786,449.25 99.99%	\$7,786.30 0.01%	Accepts
Payless ShoeSource Merchandising Inc.	3	Tranche A-1 Term Loan Secured Claims	10 100%	0 0%	\$35,565,948.36 100%	\$0.00 0%	Accepts
	4	Tranche A-2 Term Loan Secured Claims	19 100%	0 0%	\$86,363,172.39 100%	\$0.00 0%	Accepts
	5B	General Unsecured Claims of Remaining Debtors	30 100%	0 0%	\$75,951,429.31 100%	\$0.00 0%	Accepts
Payless ShoeSource of Puerto Rico Inc.	3	Tranche A-1 Term Loan Secured Claims	10 100%	0 0%	\$35,565,948.36 100%	\$0.00 0%	Accepts
	4	Tranche A-2 Term Loan Secured Claims	19 100%	0 0%	\$86,363,172.39 100%	\$0.00 0%	Accepts
	5B	General Unsecured Claims of Remaining Debtors	67 98.53%	1 1.47%	\$76,182,868.45 99.99%	\$8,335.10 0.01%	Accepts
Payless ShoeSource Inc	3	Tranche A-1 Term Loan Secured Claims	10 100%	0 0%	\$35,565,948.36 100%	\$0.00 0%	Accepts
	4	Tranche A-2 Term Loan Secured Claims	19 100%	0 0%	\$86,363,172.39 100%	\$0.00 0%	Accepts
	5B	General Unsecured Claims of Remaining Debtors	254 70.36%	107 29.64%	\$85,091,546.30 79.87%	\$21,445,301.15 26.43%	Accepts
Payless Sourcing LLC	3	Tranche A-1 Term Loan Secured Claims	No Allowed Claim in Class	No Allowed Claim in Class	No Allowed Claim in Class	No Allowed Claim in Class	Class Eliminated for Voting Purposes Pursuant ¶18(i)(a) of Disclosure Statement Order
	4	Tranche A-2 Term Loan Secured Claims	No Allowed Claim in Class	No Allowed Claim in Class	No Allowed Claim in Class	No Allowed Claim in Class	Class Eliminated for Voting Purposes Pursuant ¶18(i)(a) of Disclosure Statement Order
	5B	General Unsecured Claims of Remaining Debtors	0 0%	2 100%	\$0.00 0%	\$2,428,630.92 100%	REJECTS
PSS Canada Inc.	3	Tranche A-1 Term Loan Secured Claims	10 100%	0 0%	\$35,565,948.36 100%	\$0.00 0%	Accepts
	4	Tranche A-2 Term Loan Secured Claims	19 100%	0 0%	\$86,363,172.39 100%	\$0.00 0%	Accepts
	5B	General Unsecured Claims of Remaining Debtors	29 100%	0 0%	\$75,951,428.31 100%	\$0.00 0%	Accepts
PSS Delaware Company 4 Inc.	3	Tranche A-1 Term Loan Secured Claims	10 100%	0 0%	\$35,565,948.36 100%	\$0.00 0%	Accepts
	4	Tranche A-2 Term Loan Secured Claims	19 100%	0 0%	\$86,363,172.39 100%	\$0.00 0%	Accepts
	5B	General Unsecured Claims of Remaining Debtors	30 100%	0 0%	\$75,951,429.31 100%	\$0.00 0%	Accepts

Payless Holdings LLC, et al .
Exhibit A - Tabulation Summary¹

Debtor Name	Class	Class Description	Number Accepting %	Number Rejecting %	Amount Accepting %	Amount Rejecting %	Class Voting Result
Shoe Sourcing Inc.	3	Tranche A-1 Term Loan Secured Claims	10 100%	0 0%	\$35,565,948.36 100%	\$0.00 0%	Accepts
	4	Tranche A-2 Term Loan Secured Claims	19 100%	0 0%	\$86,363,172.39 100%	\$0.00 0%	Accepts
	5B	General Unsecured Claims of Remaining Debtors	31 100%	0 0%	\$75,951,783.02 100%	\$0.00 0%	Accepts
WBG PSS Holdings LLC	3	Tranche A-1 Term Loan Secured Claims	10 100%	0 0%	\$35,565,948.36 100%	\$0.00 0%	Accepts
	4	Tranche A-2 Term Loan Secured Claims	19 100%	0 0%	\$86,363,172.39 100%	\$0.00 0%	Accepts
	5B	General Unsecured Claims of Remaining Debtors	30 100%	0 0%	\$75,951,429.31 100%	\$0.00 0%	Accepts

¹Prime Clerk received ballots containing votes against Payless ShoeSource Canada GP Inc., Payless ShoeSource Canada Inc., and Payless ShoeSource Canada LP. (together, the "Canadian Debtors"). Because the Plan excludes the Canadian Debtors, Prime Clerk excludes these ballots from the final tabulation

Exhibit B

Payless Holdings LLC, et al.
Exhibit B - Report of Ballots Excluded from Tabulation

Debtor	Plan Class Number	Plan Class Description	Creditor Name	Voting Amount	Accept/Reject	Reason(s) for Exclusion ¹
All applicable	3	Tranche A-1 Term Loan Secured Claims	Anthem, Inc.	\$7,856,037.34	Accept	Ballot Received after Voting Deadline
All applicable	3	Tranche A-1 Term Loan Secured Claims	CATAMARAN CLO 2015-1 LTD.	\$128,905.25	Accept	Superseded by Later Received Valid Ballot
All applicable	3	Tranche A-1 Term Loan Secured Claims	Anthem, Inc.	\$7,856,037.34	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Worldwide Inc	5A	General Unsecured Claims of Payless ShoeSource Worldwide, Inc. and Collective Brands Logistics Limited	H & M SYSTEMS SOFTWARE, INC.	\$3,779.29	N/A	Did not Vote to Accept or Reject the Plan; Superseded by Later Received Valid Ballot
Payless ShoeSource Worldwide Inc	5A	General Unsecured Claims of Payless ShoeSource Worldwide, Inc. and Collective Brands Logistics Limited	CERUTTI CO LLC	\$99,191.69	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Worldwide Inc	5A	General Unsecured Claims of Payless ShoeSource Worldwide, Inc. and Collective Brands Logistics Limited	Champion Products Europe Limited	\$122,840.32	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Worldwide Inc	5A	General Unsecured Claims of Payless ShoeSource Worldwide, Inc. and Collective Brands Logistics Limited	RNOT LLC	\$133,222.65	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Worldwide Inc	5A	General Unsecured Claims of Payless ShoeSource Worldwide, Inc. and Collective Brands Logistics Limited	MSL BAGS AND ACCESSORIES COMPANY LIMITED	\$159,299.71	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Worldwide Inc	5A	General Unsecured Claims of Payless ShoeSource Worldwide, Inc. and Collective Brands Logistics Limited	Christian V. Siriano and Christian Siriano Holding	\$238,217.82	Reject	Superseded by Later Received Valid Ballot
Payless ShoeSource Worldwide Inc	5A	General Unsecured Claims of Payless ShoeSource Worldwide, Inc. and Collective Brands Logistics Limited	SOUTH CHINA SHOES PRODUCTS COMPANY LTD	\$380,562.84	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Worldwide Inc	5A	General Unsecured Claims of Payless ShoeSource Worldwide, Inc. and Collective Brands Logistics Limited	Sofia Vergara Enterprises, Inc.	\$1.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Worldwide Inc	5A	General Unsecured Claims of Payless ShoeSource Worldwide, Inc. and Collective Brands Logistics Limited	ORACLE AMERICA INC	\$58,278.34	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Worldwide Inc	5A	General Unsecured Claims of Payless ShoeSource Worldwide, Inc. and Collective Brands Logistics Limited	GOLDEN PACIFIC LXJ	\$66,048.95	Reject	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Worldwide Inc	5A	General Unsecured Claims of Payless ShoeSource Worldwide, Inc. and Collective Brands Logistics Limited	Genpact (UK) Ltd.	\$808,308.56	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Worldwide Inc	5A	General Unsecured Claims of Payless ShoeSource Worldwide, Inc. and Collective Brands Logistics Limited	Genpact International, LLC	\$808,308.56	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Worldwide Inc	5A	General Unsecured Claims of Payless ShoeSource Worldwide, Inc. and Collective Brands Logistics Limited	GENNARO INC.	\$929,390.79	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Worldwide Inc	5A	General Unsecured Claims of Payless ShoeSource Worldwide, Inc. and Collective Brands Logistics Limited	E.S. ORIGINALS, INC.	\$1,046,818.83	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Worldwide Inc	5A	General Unsecured Claims of Payless ShoeSource Worldwide, Inc. and Collective Brands Logistics Limited	HBI Branded Apparel Enterprises, LLC	\$1,411,758.18	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Worldwide Inc	5A	General Unsecured Claims of Payless ShoeSource Worldwide, Inc. and Collective Brands Logistics Limited	Glory-China Footwear Co., Limited	\$1,679,846.21	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Worldwide Inc	5A	General Unsecured Claims of Payless ShoeSource Worldwide, Inc. and Collective Brands Logistics Limited	ESO INTERNATIONAL LIMITED	\$3,865,617.14	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Worldwide Inc	5A	General Unsecured Claims of Payless ShoeSource Worldwide, Inc. and Collective Brands Logistics Limited	Moda Shoe Limited	\$8,374,168.92	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Worldwide Inc	5A	General Unsecured Claims of Payless ShoeSource Worldwide, Inc. and Collective Brands Logistics Limited	MODA SHOE LIMITED	\$8,984,151.53	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Collective Brands Logistics Limited	5A	General Unsecured Claims of Payless ShoeSource Worldwide, Inc. and Collective Brands Logistics Limited	WINPLAY INTERNATIONAL CO LTD	\$132,209.27	N/A	Did Not Vote to Accept or Reject the Plan; No Original Signature
Collective Brands Logistics Limited	5A	General Unsecured Claims of Payless ShoeSource Worldwide, Inc. and Collective Brands Logistics Limited	MSL BAGS AND ACCESSORIES COMPANY LIMITED	\$175,711.56	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Collective Brands Logistics Limited	5A	General Unsecured Claims of Payless ShoeSource Worldwide, Inc. and Collective Brands Logistics Limited	SOUTH CHINA SHOES PRODUCTS COMPANY LTD	\$1,016,520.56	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Collective Brands Logistics Limited	5A	General Unsecured Claims of Payless ShoeSource Worldwide, Inc. and Collective Brands Logistics Limited	FLY EARTH	\$1,407,260.60	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class

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Payless Holdings LLC, et al .
Exhibit B - Report of Ballots Excluded from Tabulation

Debtor	Plan Class Number	Plan Class Description	Creditor Name	Voting Amount	Accept/Reject	Reason(s) for Exclusion ¹
Collective Brands Logistics Limited	5A	General Unsecured Claims of Payless ShoeSource Worldwide, Inc. and Collective Brands Logistics Limited	GOLDEN PACIFIC LXJ	\$1,519,376.39	Reject	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Collective Brands Logistics Limited	5A	General Unsecured Claims of Payless ShoeSource Worldwide, Inc. and Collective Brands Logistics Limited	FLY EARTH	\$1,938,601.52	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Collective Brands Logistics Limited	5A	General Unsecured Claims of Payless ShoeSource Worldwide, Inc. and Collective Brands Logistics Limited	EVER SPOTLIGHT LTD.	\$3,500,744.19	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Collective Brands Logistics Limited	5A	General Unsecured Claims of Payless ShoeSource Worldwide, Inc. and Collective Brands Logistics Limited	HIGHCOM INTERNATIONAL LIMITED	\$4,546,512.37	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Collective Brands Logistics Limited	5A	General Unsecured Claims of Payless ShoeSource Worldwide, Inc. and Collective Brands Logistics Limited	HIGHCOM INTERNATIONAL LIMITED	\$6,359,604.25	Accept	Superseded by Later Received Valid Ballot
Payless Finance Inc.	5B	General Unsecured Claims of Remaining Debtors	DENISE SHEPARD	\$56.12	Reject	Ballot Received after Voting Deadline
Payless Finance Inc.	5B	General Unsecured Claims of Remaining Debtors	Genpact (UK) Ltd.	\$808,308.56	N/A	Did Not Vote to Accept or Reject the Plan
Payless Finance Inc.	5B	General Unsecured Claims of Remaining Debtors	Genpact International, LLC	\$808,308.56	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	KEMP, KARA	\$1,550.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Shops at St. Johns, LLC, a Delaware Limited Liability Company	\$1,606.91	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Pheasant Lane Realty Trust, a Massachusetts Trust	\$2,865.12	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Gillispie, Chad R	\$2,884.62	N/A	Ballot Received after Voting Deadline; Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	HARRIS, LINDA	\$3,510.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	CERVANTES CARRERA, AZUCENA	\$1,000.00	Reject	Ballot Received after Voting Deadline
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	ALLISON, SANDRA	\$1,045.00	Reject	No Original Signature
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	ZAMUDIO, EVA	\$4,243.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Chavez, Liduvina	\$4,271.96	Reject	Ballot Received after Voting Deadline
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Larkin, Jo Marie T.	\$75.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	FOLEY, KRISTINA	\$980.00	N/A	Did not Vote to Accept or Reject the Plan; Superseded by Later Received Valid Ballot
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Mergerian, Amy	\$506.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	PHILLIPS, VERGINIA	\$1,657.27	Reject	Superseded by Later Received Valid Ballot
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Dudish, Diane	\$3,582.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Lindsey, Gennieve	\$9,371.00	Reject	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Goris, Jose	\$12,840.00	Reject	Superseded by Later Received Valid Ballot
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Brea, Arisleyda	\$12,850.00	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Cenni, Vincent V	\$12,850.00	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	GARCIA, MAGDALENE	\$12,120.00	Reject	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	HOSKINS, DEXTER	\$12,219.00	Accept	Superseded by Later Received Valid Ballot
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	KHAN, SHAKEEL	\$12,850.00	Accept	Superseded by Later Received Valid Ballot
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	La Rue, Marisol	\$12,850.00	Reject	Ballot Received after Voting Deadline
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	SALCEDO, BESAIRA	\$12,850.00	Reject	Superseded by Later Received Valid Ballot
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Minnifee, Marlon	\$13,615.44	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	NATIVIDAD, MALLORY	\$13,776.00	Reject	Superseded by Later Received Valid Ballot
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	COLLINS, NAEEMA	\$13,804.66	N/A	Did not Vote to Accept or Reject the Plan; Superseded by Later Received Valid Ballot
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	LA RUE, MARISOL	\$12,850.00	Reject	Ballot Received after Voting Deadline

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**Payless Holdings LLC, et al .
Exhibit B - Report of Ballots Excluded from Tabulation**

Debtor	Plan Class Number	Plan Class Description	Creditor Name	Voting Amount	Accept/Reject	Reason(s) for Exclusion ¹
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	LEVESEY, PATRICIA	\$12,850.00	Reject	Superseded by Later Received Valid Ballot
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Holton, Cynthia A	\$10,402.86	Reject	Ballot Received after Voting Deadline
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	WARCHOLAK, BARBARA	\$10,512.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	DOMENECH, ANGELINA	\$9,945.00	Reject	Superseded by Later Received Valid Ballot
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	WEBER, APRIL	\$9,955.80	Reject	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Northwestern Simon, Inc., an Indiana corporation	\$10,833.34	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	MALHOTRA, SUNITA	\$10,927.20	Reject	No Original Signature
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	RODRIGUEZ-CHAVEZ, ELIZABETH	\$11,549.76	Reject	Superseded by Later Received Valid Ballot
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Spring, Alex Dwayne	\$11,550.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	THOMPSON, TERRI	\$8,465.04	Reject	No Original Signature
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Lopez Alarcon, Mariel	\$9,000.00	Reject	Ballot Received after Voting Deadline
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	LOCHER, ANNE	\$9,097.84	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	BLACKWELL, CASMON	\$9,246.96	Reject	No Original Signature
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	CONKLING, BONNIE J	\$11,750.28	Reject	Superseded by Later Received Valid Ballot
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	PNM	\$6,894.87	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Threw, Kimberly	\$7,194.04	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	HUSSAIN, AZAD	\$7,200.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	TERAN, DIANA	\$7,208.00	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	KROLL, JENIFER	\$7,250.00	Accept	No Original Signature
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Beasley, Mayra	\$7,258.00	Reject	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	BEASLEY, MAYRA	\$7,258.00	Reject	Superseded by Later Received Valid Ballot
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Campbell, Theresa M.	\$7,473.60	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Topacio, Guadalupe	\$9,436.80	Reject	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Conley, Danielle	\$9,439.20	Reject	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	CARDENAS, MARICELA	\$9,480.00	Reject	Ballot Received after Voting Deadline
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Cardenas, Maricela	\$9,480.00	Reject	Ballot Received after Voting Deadline
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Brown, Megan	\$9,560.00	Accept	Ballot Received after Voting Deadline
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Voils, Starr	\$8,036.05	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	ALI, NOUR	\$5,619.00	Accept	Superseded by Later Received Valid Ballot
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Pelican Investments 888, LLC	\$5,517.51	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	NGUYEN, VINH	\$5,549.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	COX DIAZ, CHRISTIAN	\$6,003.00	Reject	Ballot Received after Voting Deadline
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	AREVALO, GEORGINA	\$6,045.00	Reject	Superseded by Later Received Valid Ballot
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Brown, Melonie	\$577.63	N/A	Did Not Vote to Accept or Reject the Plan; No Original Signature
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	EVANS, SHANNON	\$5,001.08	Reject	Superseded by Later Received Valid Ballot
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Everett, Diane	\$3,000.00	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Catalan, Karen	\$1.00	N/A	Ballot Received after Voting Deadline; Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	DURAN JIMENEZ, YOHAI DA	\$951.60	N/A	Did Not Vote to Accept or Reject the Plan

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Payless Holdings LLC, et al .
Exhibit B - Report of Ballots Excluded from Tabulation

Debtor	Plan Class Number	Plan Class Description	Creditor Name	Voting Amount	Accept/Reject	Reason(s) for Exclusion ¹
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Ramirez, Leticia	\$5,280.00	Reject	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	ROPER, SAMANTHA	\$3,966.25	Reject	Ballot Received after Voting Deadline
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Talavera, Sandra	\$4,080.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	EPDS, LINDA	\$4,860.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	KEITH, SUSAN G	\$2,651.00	N/A	Ballot Received after Voting Deadline; Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	EVERETT, DIANE	\$3,300.00	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	GLENN, SHANTE	\$2,457.05	N/A	Did not Vote to Accept or Reject the Plan; Superseded by Later Received Valid Ballot
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Nimchuk, Melissa	\$3,076.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	GONZALEZ SR, SALOME	\$3,150.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Brown, Brittney Dawn	\$1,748.07	Reject	Ballot Received after Voting Deadline
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Lozano, Yolanda	\$2,548.00	Accept	Superseded by Later Received Valid Ballot
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	MAUCH, CHASTITY	\$2,612.00	Reject	Ballot Received after Voting Deadline
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	HOUSERIGHT, AMANDA R	\$1,755.00	N/A	Ballot Received after Voting Deadline; Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Yoshimura, Jennifer	\$1,430.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	VAZQUEZ, SILVIA	\$1,440.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	BANTON, ALISA VANESSA	\$1,458.00	Accept	Superseded by Later Received Valid Ballot
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	PANTOJA, LETICIA	\$12,850.00	Reject	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Rosario, Juan	\$12,850.00	Reject	No Original Signature
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	RUBIO, LILIAN	\$12,850.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	GAR Realty	\$12,986.59	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	GAR Realty c/o Genaro J. Rubino	\$12,986.59	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	VASISHTA, PROMILA	\$13,277.03	Reject	No Original Signature
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	ROBERTS, JENNIFER	\$13,384.61	N/A	Ballot Received after Voting Deadline; Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Mayflower Square One, LLC, a Delaware limited liability company	\$234.07	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	DIAZ, ELENI	\$262.50	Accept	No Original Signature
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	LINDSAY, SHENAE	\$1.00	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Milo, Denise	\$1.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	NOBLE, MAXINE	\$1.00	Reject	No Original Signature
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Noriega, Blanca	\$13,964.60	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	JAY & KATHLEEN JOHNSON; LAFRAMBOISE REALTY LLC	\$14,038.31	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Ramos, Carla C.	\$15,272.76	Accept	Ballot Received after Voting Deadline
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Hall, Michael Rhea	\$22,230.76	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Westgate Investors NO, LLC	\$24,233.32	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Ortiz, Maria N	\$25,422.80	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	STOVER, HOPE	\$30,000.00	Accept	Superseded by Later Received Valid Ballot
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Publix Super Markets, Inc.	\$39,850.68	Accept	Superseded by Later Received Valid Ballot
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Reef Plaza, LLC	\$48,480.43	Accept	No Original Signature
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Westgate Shopping Center, Ltd.	\$51,700.00	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class

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**Payless Holdings LLC, et al .
Exhibit B - Report of Ballots Excluded from Tabulation**

Debtor	Plan Class Number	Plan Class Description	Creditor Name	Voting Amount	Accept/Reject	Reason(s) for Exclusion ¹
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	LJ-NORTHLAKE LLC	\$79,000.00	Accept	Superseded by Later Received Valid Ballot
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Niles Plaza LP	\$92,706.25	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	CHRISOPOULOS FAMILY TRUST 1798	\$108,570.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Woodfield Mall LLC	\$142,458.55	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	First Insight, Inc.	\$150,000.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Golden Pacific LXJ, Inc.	\$1,521,130.39	Reject	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Reynolds, Denise	\$1.00	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Moreno, Sheffe	\$16,242.00	Reject	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Moreno, Sheffer	\$16,242.00	Reject	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Kobasiuk, Diane	\$1,267.42	Accept	Superseded by Later Received Valid Ballot
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Bassett-Mccarthy, Christina Danyeal	\$3,887.00	Reject	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	VALENCIA, JANET	\$5,197.19	Accept	Ballot Received after Voting Deadline
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Guevara, Jennifer	\$5,760.00	Accept	Superseded by Later Received Valid Ballot
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Fisher, David	\$7,696.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Tavarez, Juana	\$9,600.00	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Tavarez, Juana	\$9,600.00	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	HLASS, STACEY L	\$9,607.50	Reject	Ballot Received after Voting Deadline
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	FERNANDEZ, BARBARA D.	\$11,914.00	Reject	Ballot Received after Voting Deadline
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	AHMED, RUKUN	\$13,515.00	Accept	Superseded by Later Received Valid Ballot
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	DAVIS, ANTONIA	\$12,850.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	DIAZ MINHAS, GERTRUDIS	\$12,850.00	Reject	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Diaz, Erica	\$12,850.00	Reject	Ballot Received after Voting Deadline
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	EVANS, TEDDY	\$12,850.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	GARCIA, TERESA	\$12,850.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Stahl, Roger Eugene	\$23.08	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Lawless, Heather	\$25.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	TURCIOS, KAWTAR	\$12,850.00	Reject	Superseded by Later Received Valid Ballot
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	WOODS, NEFRETITI	\$12,850.00	Accept	No Original Signature
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Garcia, Magdalene	\$380.00	Reject	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	WARCHOLAK, BARBARA	\$10,512.00	Accept	Superseded by Later Received Valid Ballot
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	EVANS, TEDDY	\$12,850.00	Reject	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Allison Jr, William	\$1.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	COLON, MARY	\$6,690.00	N/A	Did Not Vote to Accept or Reject the Plan; No Original Signature
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Marler, Taylor	\$814.00	Reject	Superseded by Later Received Valid Ballot
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Marler, Taylor	\$814.00	N/A	Did not Vote to Accept or Reject the Plan; Superseded by Later Received Valid Ballot

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Payless Holdings LLC, et al.
Exhibit B - Report of Ballots Excluded from Tabulation

Debtor	Plan Class Number	Plan Class Description	Creditor Name	Voting Amount	Accept/Reject	Reason(s) for Exclusion ¹
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Tineo, Mirian	\$416.72	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	PCW Properties, LLC	\$93,863.22	Accept	Superseded by Later Received Valid Ballot
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	PAULUS, DONALD	\$7,628.00	Accept	Superseded by Later Received Valid Ballot
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Marler, Taylor	\$814.00	N/A	Did not Vote to Accept or Reject the Plan; Superseded by Later Received Valid Ballot
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	LOPEZ, ZENEIDA	\$798.00	Accept	Superseded by Later Received Valid Ballot
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Madrigal, Giselle	\$10,000.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Wolfe, Stephanie A	\$11,065.88	Reject	Superseded by Later Received Valid Ballot
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	BRIAN F CONROY, TRUSTEE OF HUSBANDS TRUST UNDER THE CONROY FAMILY	\$5,000.00	Accept	Superseded by Later Received Valid Ballot
Payless Holdings LLC	5B	General Unsecured Claims of Remaining Debtors	Escamilla, Horacio	\$5,346.00	Reject	No Original Signature
Payless NYC Inc.	5B	General Unsecured Claims of Remaining Debtors	Alden Global Opportunities Master Fund, LP and PYLS 2017-1, LLC	\$1.00	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Distribution Inc	5B	General Unsecured Claims of Remaining Debtors	FSR LANDSCAPING LLC	\$14,453.38	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource of Puerto Rico Inc	5B	General Unsecured Claims of Remaining Debtors	Romero Gonzalez, Ilana	\$982.50	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource of Puerto Rico Inc	5B	General Unsecured Claims of Remaining Debtors	JIMENEZ COTTO, SHEYLA	\$3,506.64	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource of Puerto Rico Inc	5B	General Unsecured Claims of Remaining Debtors	COLON, MIGDALIA	\$8,782.00	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource of Puerto Rico Inc	5B	General Unsecured Claims of Remaining Debtors	CARRERO MAURAS, MARTHA	\$670.00	Accept	Superseded by Later Received Valid Ballot
Payless ShoeSource of Puerto Rico Inc	5B	General Unsecured Claims of Remaining Debtors	PEDROZA CARTAGENA, LUMARIE	\$14,842.80	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource of Puerto Rico Inc	5B	General Unsecured Claims of Remaining Debtors	RIVERA, NORAIMA	\$13,485.00	Accept	Superseded by Later Received Valid Ballot
Payless ShoeSource of Puerto Rico Inc	5B	General Unsecured Claims of Remaining Debtors	CASTRO, KIALANY	\$1,050.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource of Puerto Rico Inc	5B	General Unsecured Claims of Remaining Debtors	AVILES, LIZBETH	\$2,637.00	Accept	Superseded by Later Received Valid Ballot
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Central Valley Associates, L.P.	\$3,572.43	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Harford Mall Business Trust, by CBL & Associates Management, Inc., its managing agent	\$506.84	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	SFP POOL FOUR SHOPPING CENTERS LP 0188	\$2,950.92	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	416 OWNERS ASSOC.	\$10,300.02	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	MERCED MALL LLC #2912	\$12,043.04	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	La Habra Westridge Partners, LP	\$12,246.25	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	1111 Country Club Dr, LLC	\$12,579.55	Accept	No Original Signature
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Carousel Center Company, L.P.	\$10,044.54	Reject	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	GARDEN CITY PARK ASSOCIATES LLC	\$9,153.31	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Mid Rivers Mall CMBS, LLC, by CBL & Associates Management, Inc., its managing agent	\$9,447.78	N/A	Did Not Vote to Accept or Reject the Plan

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Payless Holdings LLC, et al.
Exhibit B - Report of Ballots Excluded from Tabulation

Debtor	Plan Class Number	Plan Class Description	Creditor Name	Voting Amount	Accept/Reject	Reason(s) for Exclusion ¹
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	CEDAR CARMANS LLC 4601	\$9,505.80	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Pyramid Walden Company, L.P.	\$9,519.31	Reject	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Cary Venture Limited Partnership, by CBL & Associates Management, Inc., its managing agent	\$6,180.98	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Sanzari	\$6,202.88	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	PACIFIC OAK PROPERTIES, INC.	\$6,576.71	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Mobo Realty Inc.	\$7,976.51	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Cross Creek Mall SPE, L.P., by CBL & Associates Management, Inc., its managing agent	\$7,993.67	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	CODDINGTON MALL LLC	\$8,057.72	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Greenbrier Mall II, LLC, by CBL & Associates Management, Inc., its managing agent	\$5,509.43	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	GAYLUCK CORPORATION 2940	\$1,666.67	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	VINCENNES CENTER LLC 200881	\$1,666.67	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	NATIONAL PRIME COMMERCIAL LLC	\$6,095.00	Reject	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	RONNIE MICHEL	\$2,301.67	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	RONNIE MICHEL 6209	\$1,100.00	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	MASUE LLC 200145	\$1,692.48	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	SFP POOL TWO SHOPPING CENTERS LP 0079	\$2,333.33	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	CAMPOS, MARCELLY	\$3,000.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Birk, Autumn	\$5,045.94	Reject	Superseded by Later Received Valid Ballot
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	KIN PROPERTIES INC 4263	\$5,049.74	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	CITY OF ABBEVILLE	\$610.24	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Crossgates Mall General Company NewCo, LLC	\$1.00	Reject	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	EklecCo NewCo LLC	\$1.00	Reject	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	G&I IX Empire Delaware Consumer Square LLC	\$2,390.07	Reject	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	NORWICH REALTY ASSOC. LLC 204384	\$4,951.00	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	MEISELS, MATT	\$5,100.00	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	BURGOS, TRIANA	\$450.00	Reject	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	DSW DEVELOPMENT CORP.	\$5,150.04	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	KIN PROPERTIES INC 2059	\$5,166.84	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	SFP POOL TWO SHOPPING CENTERS LP 0308	\$4,516.43	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	KIN PROPERTIES INC 0870	\$3,987.39	N/A	Did Not Vote to Accept or Reject the Plan

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Payless Holdings LLC, et al.
Exhibit B - Report of Ballots Excluded from Tabulation

Debtor	Plan Class Number	Plan Class Description	Creditor Name	Voting Amount	Accept/Reject	Reason(s) for Exclusion ¹
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	CEDAR QUARTERMASTER LLC 201380	\$3,770.92	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	ALEFF LLC 202018	\$3,859.49	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	LONG BEACH CENTER LLC	\$4,000.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	CITY OF PHILADELPHIA	\$4,023.21	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	TYLER PINE TREE SHOPPING CENTER LLC	\$4,833.33	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	CODDINGTON MALL LLC	\$4,836.36	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Arbor Place II, LLC, by CBL & Associates Management, Inc., its managing agent	\$4,881.93	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Homefield Energy	\$4,940.65	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	KIN PROPERTIES INC 2017	\$3,346.97	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Baceline Value Fund I University Plaza LLC	\$2,421.69	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	MUFFREY TRUST 2039	\$2,114.55	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	AMERICAN PLAZA GROUP LLC 0223	\$2,125.66	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	SUNNYSIDE SHOPPES LLC 2249	\$2,133.33	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	KIN PROPERTIES INC 200480	\$2,574.17	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	DSW DEVELOPMENT CORP. 0757	\$2,575.01	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	KIN PROPERTIES INC 2238	\$2,580.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	JASAN LLC	\$1,920.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	KIN PROPERTIES INC 2024	\$1,462.31	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	ALMONTE, GLORIA	\$1,170.00	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	PARKDALE MALL CMBS, LLC, by CBL & Associates Management, Inc., its managing agent	\$752.53	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Meridian Mall Limited Partnership, by CBL & Associates Management, Inc., its managing agent	\$766.13	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Park Plaza Mall CMBS, LLC, by CBL & Associates Management, Inc., its managing agent	\$663.15	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Hickory Point, LLC, by CBL & Associates Management, Inc., its managing agent	\$214.71	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Mall Del Norte, LLC, by CBL & Associates Management, Inc., its managing agent	\$1.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Northern Lights Improvements, LLC	\$1.00	Reject	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Northern Lights Improvements, LLC	\$1.00	Reject	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Chamblee, Elaine	\$15,000.00	N/A	Did not Vote to Accept or Reject the Plan; Superseded by Later Received Valid Ballot
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Oak Park Mall, LLC, by CBL & Associates Management, Inc., its managing agent	\$15,211.27	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Flintsan LLC	\$20,339.71	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	OGBODO, ALEXANDER	\$24,690.96	Accept	No Original Signature; Superseded by Later Received Valid Ballot
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Esther Jeffrey LLC	\$25,290.73	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Honey Creek Mall, LLC, by CBL & Associates Management, Inc., its managing agent	\$29,320.35	N/A	Did Not Vote to Accept or Reject the Plan

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Exhibit B - Report of Ballots Excluded from Tabulation

Debtor	Plan Class Number	Plan Class Description	Creditor Name	Voting Amount	Accept/Reject	Reason(s) for Exclusion ¹
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Baseline Value Fund I University Plaza LLC	\$30,342.38	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Westgate Mall CMBS, LLC, by CBL & Associates Management, Inc., its managing agent	\$30,588.01	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Muffrey LLC	\$32,646.71	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	PORT ORANGE TOWN CENTER LLC, by CBL & Associates Management, Inc., its managing agent	\$32,686.38	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	RPAI Newnan Crossing, LLC	\$32,881.25	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Romesan LLC	\$34,084.39	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	KRG Palm Coast Landing, LLC	\$39,393.40	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Northpark Mall/Joplin, LLC, by CBL & Associates Management, Inc., its managing agent	\$45,403.79	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	JG Winston-Salem, LLC, by CBL & Associates Management, Inc., its managing agent	\$45,828.26	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	EASTGATE MALL CMBS, LLC, by CBL & Associates Management, Inc., its managing agent	\$47,547.04	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Esther Jeffrey LLC	\$48,047.71	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	RPAI Houston New Forest Limited Partnership	\$49,593.32	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Pearland Town Center Limited Partnership, by CBL & Associates Management, Inc., its managing agent	\$50,117.08	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Jasan LLC	\$51,237.67	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Champlain Centre North, LLC	\$52,362.96	Reject	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Kirkwood Mall Acquisition LLC, by CBL & Associates Management, Inc., its managing agent	\$54,326.56	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	KIRKWOOD MALL ACQUISITION LLC, by CBL & Associates Management, Inc., its managing agent	\$54,326.56	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Fundamentals Company LLC	\$55,440.71	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	KRG	\$56,209.49	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Northwoods Mall CMBS, LLC, by CBL & Associates Management, Inc., its managing agent	\$58,823.38	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Layton Hills Mall CMBS, LLC by CBL & Associates Management, Inc., its managing agent	\$60,015.58	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Newkoa, LLC	\$60,333.30	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	RPAI Cypress Mill Limited Partnership	\$61,005.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Layton Hills Mall CMBS, LLC, by CBL & Associates Management, Inc., its managing agent	\$61,851.83	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	RPAI Galveston Galvez Limited Partnership	\$64,405.21	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Masue LLC	\$67,904.45	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Imperial Valley Mall II, L.P., by CBL & Associates Management, Inc., its managing agent	\$68,405.81	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	CH Retail Fund I/Orlando Metro, LLC	\$68,836.94	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Aleff LLC	\$69,000.05	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Laurie Industries Inc.	\$69,093.71	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Sanlyse LLC	\$69,174.71	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Eastland Mall, LLC, by CBL & Associates Management, Inc., its managing agent	\$70,921.45	N/A	Did Not Vote to Accept or Reject the Plan

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Debtor	Plan Class Number	Plan Class Description	Creditor Name	Voting Amount	Accept/Reject	Reason(s) for Exclusion ¹
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Stroud Mall, LLC by CBL & Associates Management, Inc., its managing agent	\$71,261.35	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Hixson Mall, LLC, by CBL & Associates Management, Inc., its managing agent	\$71,868.66	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	CBL/WESTMORELAND, L.P., by CBL & Associates Management, Inc., its managing agent	\$73,305.25	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Martin Shops, LLC	\$76,950.37	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	G & I VIII CBL TTC LLC, by CBL & Associates Management, Inc., its managing agent	\$78,600.86	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	G & I VIII CBL TTC LLC, by CBL & Associates Management, Inc., its managing agent	\$78,600.86	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	York Galleria Limited Partnership, by CBL & Associates Management, Inc., its managing agent	\$79,457.69	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Valley View Mall SPE, LLC, by CBL & Associates Management, Inc., its managing agent	\$79,836.27	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	RPAI Mansfield Limited Partnership	\$81,098.77	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	RPAI McDonough Henry Town, L.L.C.	\$83,368.47	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Esther Alison LLC	\$83,975.77	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Jefferson Mall CMBS, LLC, by CBL & Associates Management, Inc., its managing agent	\$85,031.10	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	3503 RP Spokane Northpointe, L.L.C.	\$86,182.46	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Volusia Mall, LLC, by CBL & Associates Management, Inc., its managing agent	\$86,499.97	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Volusia Mall, LLC, by CBL & Associates Management, Inc., its managing agent	\$86,499.97	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Central Valley Associates, L.P.	\$88,688.86	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	KRG	\$89,257.38	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	13700 Foothill Boulevard LP	\$89,511.47	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	CBL/MONROEVILLE, L.P., by CBL & Associates Management, Inc., its managing agent	\$90,553.38	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	KRG Indian River, LLC	\$91,524.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	CHERRYVALE MALL, LLC, by CBL & Associates Management, Inc., its managing agent	\$92,753.96	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Romesan LLC	\$93,101.55	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Esther Jeffrey LLC	\$93,379.53	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	PCW Properties, LLC	\$93,863.22	Accept	Superseded by Later Received Valid Ballot
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Southaven Towne Center II, LLC, by CBL & Associates Management, Inc., its managing agent	\$97,810.57	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	SOUTHPARK MALL CMBS, LLC, by CBL & Associates Management, Inc., its managing agent	\$99,160.36	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Cerutti & Co LLC	\$99,191.69	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Greenbrier Mall II, LLC, by CBL & Associates Management, Inc., its managing agent	\$100,694.81	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	KRG Kokomo Project Company, LLC	\$102,646.56	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Harford Mall Business Trust, by CBL & Associates Management, Inc., its managing agent	\$103,210.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	KRG	\$103,708.11	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	KRG	\$104,358.67	N/A	Did Not Vote to Accept or Reject the Plan

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Payless Holdings LLC, et al.
Exhibit B - Report of Ballots Excluded from Tabulation

Debtor	Plan Class Number	Plan Class Description	Creditor Name	Voting Amount	Accept/Reject	Reason(s) for Exclusion ¹
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Coolsprings Mall, LLC, by CBL & Associates Management, Inc., its managing agent	\$105,827.29	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	3503 RP Waco Central Limited Partnership	\$107,672.96	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Dakota Square Mall CMBS, LLC, by CBL & Associates Management, Inc., its managing agent	\$107,728.24	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Burnsville Center SPE, LLC, by CBL & Associates Management, Inc., its managing agent	\$109,070.92	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Pom-College Station, LLC, by CBL & Associates Management, Inc., its managing agent	\$110,091.73	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	KRG	\$111,857.55	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	G&I IX Camp Creek Property LLC	\$112,028.25	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Breeaad International, Inc.	\$115,030.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Masue LLC	\$115,412.53	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Coastal Grand CMBS, LLC, by CBL & Associates Management, Inc., its managing agent	\$116,282.79	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Cary Venture Limited Partnership, by CBL & Associates Management, Inc., its managing agent	\$116,991.30	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Asheville Mall CMBS, LLC, by CBL & Associates Management, Inc., its managing agent	\$117,953.48	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Arbor Place II, LLC, by CBL & Associates Management, Inc., its managing agent	\$118,662.46	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	RD-Tulsa Hills, LP	\$119,071.55	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	St. Clair Square SPE, LLC, by CBL & Associates Management, Inc., its managing agent	\$123,030.24	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Madison/West Towne, LLC, by CBL & Associates Management, Inc., its managing agent	\$126,738.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	West Melbourne Town Center LLC, by CBL & Associates Management, Inc., its managing agent	\$128,055.68	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	West Melbourne Town Center LLC, by CBL & Associates Management, Inc., its managing agent	\$128,055.68	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Fayette Mall SPE, LLC, by CBL & Associates Management, Inc., its managing agent	\$130,123.44	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Alisan LLC and Aneff LLC	\$131,090.71	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	RPAI Western Glendale Peoria II, L.L.C.	\$133,563.93	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	West County Mall CMBS, LLC, by CBL & Associates Management, Inc., its managing agent	\$135,707.96	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Ridge Breeaad LLC	\$137,061.10	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Cross Creek Mall SPE, L.P., by CBL & Associates Management, Inc., its managing agent	\$137,228.66	N/A	Did Not Vote to Accept or Reject the Plan

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Exhibit B - Report of Ballots Excluded from Tabulation**

Debtor	Plan Class Number	Plan Class Description	Creditor Name	Voting Amount	Accept/Reject	Reason(s) for Exclusion ¹
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	LA HABRA WESTRIDGE PARTNERS, L.P.	\$137,687.98	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	South County Shoppingtown LLC, by CBL & Associates Management, Inc., its managing agent	\$142,593.90	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Aleff LLC	\$149,484.19	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Madison/East Towne, LLC, by CBL & Associates Management, Inc, its managing agent	\$160,624.36	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Fundamentals Company, Inc.	\$168,099.91	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	CBL SM-Brownsville, LLC, by CBL & Associates Management, Inc., its managing agent	\$184,409.40	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	429-441 86th Street, LLC	\$190,185.97	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	21-25 Graham Ave., LLC	\$230,986.92	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	TBG STATE STREET LLC	\$284,800.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Mall Del Norte, LLC, by CBL & Associates Management, Inc., its managing agent	\$350,953.86	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	214 W. 125th St PSS, LLC	\$438,019.41	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	2902 Third Ave., LLC	\$488,153.94	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Oak Park Mall, LLC, by CBL & Associates Management, Inc., its managing agent	\$520,265.11	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Google LLC c/o White and Williams LLP	\$899,621.29	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Poughkeepsie Galleria LLC	\$1.00	Reject	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Brookfield Square Joint Venture, by CBL & Associates Management, Inc., its managing agent	\$15,693.93	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Brookfield Square Joint Venture, by CBL & Associates Management, Inc., its managing agent	\$15,693.93	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Serraty, Gabriel	\$16,032.00	Reject	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Garcia, Socrates	\$16,154.00	Reject	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Gay Luck Corporation	\$16,191.53	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	RPAI Oswego Douglass, L.L.C.	\$18,215.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Requerdo Company	\$18,831.73	Reject	Superseded by Later Received Valid Ballot
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Sangertown Square, L.L.C.	\$1.00	Reject	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	KIN PROPERTIES INC 0186	\$2,500.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	KIN PROPERTIES INC 0439	\$2,500.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Masue LLC	\$3,183.99	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	KIN PROPERTIES INC 2022	\$3,895.05	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	THOMAS J. LITTMAN AND DEMETRA COPOULOS	\$4,568.80	Accept	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Then, Marcos	\$12,850.00	Accept	Superseded by Later Received Valid Ballot
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Aviation Mall NewCo, LLC	\$21.76	Reject	Superseded by Later Received Valid Ballot
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Yaquelin Garcia as Credit Reporting Class Claimant	\$1.00	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Crystal Run NewCo, LLC	\$6.98	Reject	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Dynegy Energy Services East LLC	\$374.50	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Echavarria, Radhames	\$2,220.00	Accept	Superseded by Later Received Valid Ballot

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Exhibit B - Report of Ballots Excluded from Tabulation

Debtor	Plan Class Number	Plan Class Description	Creditor Name	Voting Amount	Accept/Reject	Reason(s) for Exclusion ¹
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	York Galleria Limited Partnership, by CBL & Associates Management, Inc., its managing agent	\$79,457.69	N/A	Did Not Vote to Accept or Reject the Plan
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Aviation Mall NewCo, LLC	\$21.76	Reject	Duplicate of an Otherwise Valid Vote Against the Same Debtor in the Same Class
Payless ShoeSource Inc.	5B	General Unsecured Claims of Remaining Debtors	Garvin, Victoria	\$200,000.00	N/A	Did Not Vote to Accept or Reject the Plan
PSS Delaware Company 4 Inc.	5B	General Unsecured Claims of Remaining Debtors	Alden Global Opportunities Master Fund, LP and PYLS 2017-1, LLC	\$1.00	Accept	Superseded by Later Received Valid Ballot
Shoe Sourcing Inc.	5B	General Unsecured Claims of Remaining Debtors	E.S. ORIGINALS, INC.	\$552.39	N/A	Did Not Vote to Accept or Reject the Plan
¹ Pursuant to the Solicitation Procedures and based on direction from the Debtors' professionals, Prime Clerk removed from tabulation any vote submitted by the same Voting Creditor against the same Debtor in the same Voting Class determined to be duplicative of an otherwise valid vote						

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